

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CITY SPORTS, INC.		07/28/2011	CORPORATION: DELAWARE
CITY SPORTS-DC, LLC		07/28/2011	LIMITED LIABILITY COMPANY: DISTRICT OF COLUMBIA

## RECEIVING PARTY DATA

Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION
Street Address:	One Boston Place
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	national bank: UNITED STATES

## PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	85179449	C S
Registration Number:	3528269	1983
Registration Number:	3513923	CS
Registration Number:	3487789	CS
Registration Number:	2181673	CITY SPORTS
Registration Number:	1562788	CITY SPORTS
Registration Number:	3305412	CITY SPORTS

## CORRESPONDENCE DATA

Fax Number: (617)289-0683

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 617-856-8145

Email: ip@brownrudnick.com

TRADEMARK

REEL: 004592 FRAME: 0486

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CH \$190.00 85179449

Correspondent Name: Mark S. Leonardo  
Address Line 1: One Financial Center  
Address Line 2: BROWN RUDNICK LLP  
Address Line 4: Boston, MASSACHUSETTS 02111

ATTORNEY DOCKET NUMBER: 23595/16

NAME OF SUBMITTER: Mark S. Leonardo

Signature: /Mark S. Leonardo/

Date: 07/28/2011

**Total Attachments: 4**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CITY SPORTS, INC., a Delaware corporation ("City Sports") and CITY SPORTS-DC, LLC, a District of Columbia limited liability company ("City Sports-DC") and together with City Sports, each a "Grantor" and collectively, the "Grantors", hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.


THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of July 28, 2011 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 28<sup>th</sup> day of July, 2011.

CITY SPORTS, INC., as a Grantor

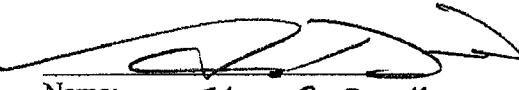
By:   
Name: Jeffrey Connor  
Title: President and CEO

CITY SPORTS- DC, LLC, as a Grantor

By:   
Name: Jeffrey Connor  
Title: President and CEO

[Wells/City Sports Signature Page to Acknowledgement of Grant of Security Interest in Trademarks]

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee


By:   
Name: Adam P. DAVIS  
Title: Vice President

[Wells/City Sports Signature Page to Acknowledgement of Grant of Security Interest in Trademarks]




TRADEMARK  
REEL: 004592 FRAME: 0490

SCHEDULE A

Pending Applications

<u>Mark</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>
CS and design 	85/179449	11/17/10

Issued Registrations

<u>Mark</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
1983 stylized <b>1983</b>	3528269	11/04/08
CS and design 	3513923	10/07/08
CS and design 	3487789	08/19/08
CITY SPORTS	2181673	08/18/98
CITY SPORTS	1562788	10/24/89
CITY SPORTS and design 	3305412	10/09/07
CITY SPORTS	MA 40179	08/03/87

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